

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF NAAPTOL ONLINE SHOPPING PRIVATE LIMITED WILL BE HELD ON MONDAY 28th SEPTEMBER, 2015 AT 12.30 P.M. AT SIGMA IT PARK, 4TH FLOOR, PLOT NOS. R-203 & 204, TTC INDUSTRIAL ESTATE, RABALE, NAVI MUMBAI- 400701, MAHARASHTRA, INDIA TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS:

1. To consider and adopt:

(a) The audited standalone financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and

(b) The audited consolidated financial statement of the Company for the financial year ended March 31, 2015.

2. To re-appoint Statutory Auditor and fix their remuneration and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**Resolved That** M/s. Walker Chandiok & Co LLP (Firm registration number – 001076N / N500013), Chartered Accountants be and is hereby re-appointed as a statutory auditor, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

3. Inter Corporate Investments:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 186(2) and other applicable provisions, if any, of the Companies Act, 2013 and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company to invest and/or acquire by way of subscription, purchase or otherwise the securities of any

Bodies Corporate (including Mutual Funds & Bonds) up to a limit not exceeding Rs.175 Crores & to ratify the investments made in Mutual funds notwithstanding that the aggregate of the investment and/or securities so far acquired or to be acquired in all bodies corporate may exceed the limits prescribed under the said section;

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper & expedient for the purpose of giving effect to the aforesaid Resolution.”

Place: Navi Mumbai
Dated: 26th August, 2015

By Order of the Board of Directors
For **Naaptol Online Shopping Private Limited**

Registered Office:
Shop# 11, Conopus, Kabra Galaxy
Star-I CHS, Brahmand, Azad Nagar
Thane West – 400 607

Mohd. Yusuf Khan
Director
(DIN: 03183828)

Note:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) ARE ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE ENCLOSED PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.

2. Members/Proxies are requested to take note of the following:
 - a. Attendance Slip, as sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the meeting. Entry to the hall will be provided in exchange for duly completed and signed Attendance Slips.
 - b. In all correspondence with the Company, Folio No. must be quoted.
 - c. Only registered Members (i.e. Equity shareholders and Class A & B Equity Shareholders) of the Company may attend and vote at the Annual General Meeting.
3. Members are requested to send their queries, if any on the operations and financials of the Company, at the Company's Registered Office, at least 3 days before the AGM, so that the information can be compiled in advance.
4. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

5. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the AGM.
6. MCA's Green Initiative in Corporate Governance:
The Ministry of Corporate Affairs (MCA) has vide its Circular No. 17/2011 dated 21st April, 2011 and Circular No. 18/2011 dated 29th April, 2011 undertaken the Green Initiative in Corporate Governance and has permitted the delivery of documents viz., notices of general meetings, annual reports etc., to the Shareholders through electronic mode. It is proposed that documents like Notices of General Meeting/Postal Ballot, Annual Reports, Directors' Report and Auditors' Report and other Shareholder communications will be sent electronically to the email address provided by the Shareholders and/or made available to the Company by the Depository viz., CDSL. Shareholders holding the shares in dematerialized form are requested to keep their Depository Participant (DP) informed and updated of any change in their email address. For Shares held in physical form, Shareholders can register their email address by sending a duly signed letter (kind attention to Mrs. Shubhangi / Mr. Upadhya) mentioning their name(s), folio no(s) & email address to the Company's Registrar & Transfer Agent, M/s Bigshare Services Pvt. Ltd. located at E-3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Mumbai-400 072.
7. Members holding shares in a single name and physical form are advised to make nomination in respect of their shareholding in the Company.
8. Members holding shares in physical form are requested to kindly notify the Company / Company's Registrar & Transfer Agent, M/s Bigshare Services Pvt. Ltd. located at E-3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Mumbai-400 072 of any change in their addresses so as to enable the Company to address future communication to their correct addresses. Members holding shares in demat form are requested to notify their respective Depository Participant(s) of any change in their addresses.
9. Members are requested to kindly bring their copies of the Annual Report to the Meeting. All documents referred to in the accompanying Notice and the Explanatory Statement, if any, shall be open for inspection between 11.30 a.m. to 6.30 p.m. on all working days, except Saturdays, Sundays and Public Holidays, up to and including the date of the Annual General Meeting of the Company.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO.3:

As per the provisions of Section 186 (2) of the Companies Act, 2013, a company cannot make investment, give loan and guarantee or provide any security in connection with any loan or acquire by way of subscription, purchase or otherwise securities of any other body corporate in excess of 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, unless it is previously authorized by a special resolution.

As a measure of achieving greater financial flexibility and to enable the Company to enter into appropriate transactions including, in particular, transactions of investments by way of subscription, purchase or otherwise securities of any other bodies corporate (including investments in Mutual Funds & Bonds) with an overall limit not exceeding 175 Crores which is exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more

None of the Directors and/or Key Managerial Personnel of the Company and / or their relatives is deemed to be concerned or interested, financial or otherwise in the said resolution

The Board accordingly recommends the Special Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members

Place: Navi Mumbai
Dated: 26th August, 2015

By Order of the Board of Directors
For **Naaptol Online Shopping Private Limited**

Registered Office:
Shop# 11, Conopus,
Kabra Galaxy Star-I CHS,
Brahmand, Azad Nagar,
Thane West- 400 607,
Maharashtra, India

Mohd. Yusuf Khan
Director
(DIN:03183828)

Naaptol Online Shopping Pvt. Ltd.
Shop# 11, Conopus, Kabra Galaxy Star-I CHS, Brahmand, Azad Nagar,
Thane West- 400 607, Maharashtra, India

ATTENDANCE SLIP

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

Name & Address of Shareholder / Proxy holder

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the 7th Annual General Meeting / ~~Extra Ordinary General Meeting~~ of the Company held on Monday 28TH September, 2015 at Sigma IT Park, 4TH Floor, Plot Nos. R-203 & 204, TTC Industrial Estate, Rabale, Navi Mumbai- 400701, Maharashtra, India.

Member's / Proxy's Signature

(Shareholder attending the meeting in person or by proxy is requested to complete the attendance slip and handover at the entrance of the Meeting Hall)

NAAPTOL ONLINE SHOPPING PRIVATE LIMITED
SHOP# 11, CONOPUS KABRA GALAXY STAR-I CHS, BRAHMAND, AZAD NAGAR, THANE
WEST- 400 607, MAHARASHTRA, INDIA

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U52190MH2008PTC179371

Name of the company: Naaptol Online Shopping Pvt. Ltd

Registered office: Shop# 11, Conopus, Kabra Galaxy, Star-I CHS, Brahmmand, Azad Nagar, Thane West – 400 607

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature:....., or failing him
2. Name:
Address:
E-mail Id:
Signature:....., or failing him
3. Name:
Address:
E-mail Id:
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 7th Annual General Meeting / ~~Extra Ordinary General Meeting~~ of the Company held on Monday 28TH September, 2015 at Sigma IT Park, 4TH Floor, Plot Nos. R-203 & 204, TTC Industrial Estate, Rabale, Navi Mumbai- 400701, Maharashtra, India at 12.30 p.m and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To consider and adopt:
 - (a) The audited standalone "financial statement of the Company for the "financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and
 - (b) The audited consolidated "financial statement of the Company for the "financial year ended March 31, 2015.
2. To re-appoint Statutory Auditor and "fix their remuneration.
3. To make Inter Corporate Investments in excess of limits prescribed u/s 186 of Companies Act, 2013.

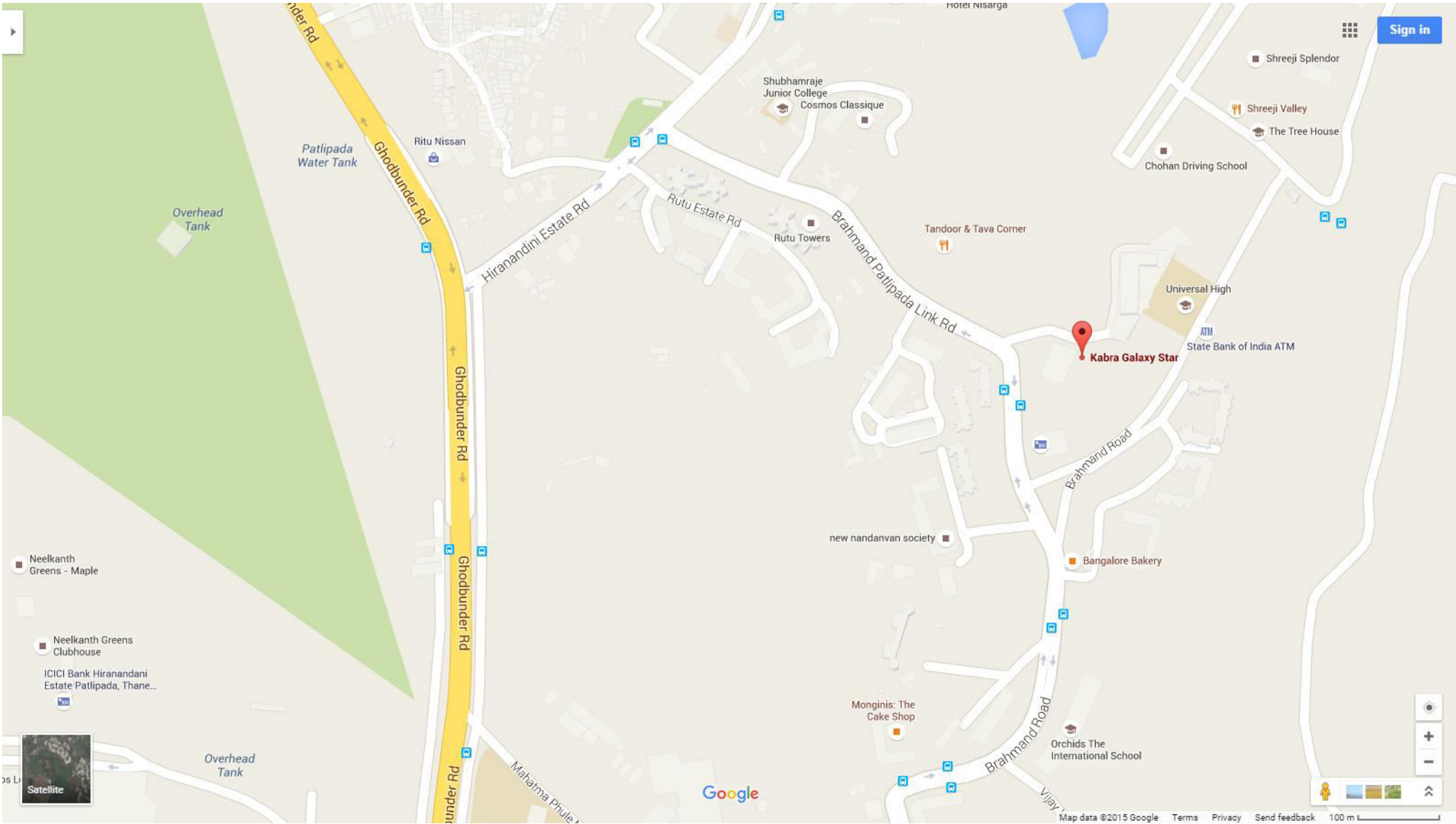
Signed this..... day of..... 2015

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



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- Neelkanth Greens - Maple
- Neelkanth Greens Clubhouse
- ICICI Bank Hiranandani Estate Patlipada, Thane...

Kabra Galaxy Star

Patlipada Water Tank

Overhead Tank

Overhead Tank

Mahama Phule

Vijay

Orchids The International School

Bangalore Bakery

new nandanvan society

Universal High

ATM State Bank of India ATM

Tandoor & Tava Corner

Rutu Towers

Shubhamraje Junior College
Cosmos Classique

Shreeji Splendor

Shreeji Valley

The Tree House

Chohan Driving School

Hotel Nisarga

Ritu Nissan

Hiranandini Estate Rd

Rutu Estate Rd

Brahmmand Pallipada Link Rd

Brahmmand Road

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